




Memo To: Gary Lee Moore, Interim Executive Director, Port of Los Angeles
Cynthia Ruiz, Port of Los Angeles
Mike Christensen, Port of Los Angeles
From:  Mary Silverstein, Executive Director, Harbor Community Benefit Foundation
Cc: Sean Hecht, Board Chair, Harbor Community Benefit Foundation
Date: May 20, 2014
Re: HCBF Board of Directors – Annual Meeting / Director Election / BOHC Concurrence

INTRODUCTION

On May 31, 2011, the HCBF Board of Directors convened for the first time. Board member terms are 2 years, with limits of no more than three terms, inclusive of partial terms, whether or not such terms are consecutive.

Four Board of Directors, Seat A) Jesse Marquez, B) Kathleen Woodfield, C) Peter Peyton, and D) Michele Prichard, are now serving their second two-year term, concluding in May 2015. To achieve staggered terms, three directors, Seat E) David Sloane, F) Silvia Prieto, and G) Sean Hecht, opted for a partial, one-year term, concluding May 2014.

As stated in the HCBF Bylaws, Section 7.1.2, the selection of Directors E, F, and G require concurrence from the Board of Harbor Commissioners, or its designee. Last year, the requisite BOHC concurrence, from its designee, was received on June 13, 2013 (TRANSMITTAL 1).

On May 19, 2014, the HCBF Board held its annual election, *renewing* the terms for Directors E, F and G, and electing its Officers. Affirmations from the nominating bodies for Seats E, F, and G have been received, recommending an additional term of service for each Director (**TRANSMITTAL 2**).

REQUEST

HCBF hereby requests concurrence from the Board of Harbor Commissioners, or its designee, for the renewal of the following Board of Director Seats:

- E: USC Keck and PERE – Dr. David Sloane
- F: LA County Dept. of Public Health – Dr. Silvia Prieto
- G: UCLA Luskin Center – Sean Hecht.

DISCUSSION:

The HCBF Board consists of 7 members, first elected to serve in May 2011. The HCBF bylaws establish limits of up to three terms (either full or partial), for a maximum of six years, excerpts below.

HCBF Bylaws

Article 7. Directors

Sec 7.3 Terms: Election of Successors: "Directors shall be elected at each annual meeting of the Board for two year terms ... By resolution, the Board may arrange for terms to be staggered. No Director shall serve for more than three terms, inclusive of partial terms, whether or not such terms are consecutive. "

NOMINATION AND RENEWAL OF BOARD MEMBERS

The HCBF Bylaws require an annual meeting, to include "the appointment or election of Directors, appointment of Officers, review of the annual budget and transaction of other business".

Commencing in 2011, elections are typically held in May. As indicated in the chart below, terms are now staggered.

HARBOR COMMUNITY BENEFIT FOUNDATION BOARD OF DIRECTORS MAY 2014 ANNUAL ELECTIONS				
SEAT	APPOINTMENT/SELECTION	NAME	TERM	RENEWAL
A	TraPac Appellant (Wilmington)	Jesse Marquez	May, 2015	N/A
B	TraPac Appellant (San Pedro)	Kathleen Woodfield	May, 2015	N/A
C	Council District 15 Appointment	Peter Peyton	May, 2015	N/A
D	Mayor of LA Appointment	Michele Prichard	May, 2015	N/A
E	Selected by USC & Appellants	David Sloane	May, 2014	May, 2016
F	Selected by LA County Dept of Public Health & Appellants	Dr. Silvia Prieto	May, 2014	May, 2015
G	Selected by UCLA & Appellants	Sean Hecht	May, 2014	May, 2016

PORT OF LOS ANGELES, BOARD OF HARBOR COMMISSIONERS CONCURRENCE

The selection of Directors E, F, and G require concurrence from the Board of Harbor Commissioners, or its designee (excerpts below).

HCBF Bylaws Article 7. Directors

7.1.2 Qualifications, Nomination and Election: First Six (6) years of Corporation Existence

Director E: This Director shall be jointly selected by an officer of the USC Keck School of Medicine (“Keck”), an officer of the USC Program for Environmental and Regional Equity (“PERE”), and the TraPac Appellants, with the concurrence of the Board of Harbor Commissioners or its designee.

Director F: This Director shall be jointly selected by an officer of the Los Angeles County Department of Public Health (“LADPH”) and the TraPac Appellants, with the concurrence of the Board of Harbor Commissioners or its designee.

Director G: This Director shall be jointly selected by an officer of the Luskin Center at the UCLA Department of Urban Planning (“Luskin Center”) and the TraPac Appellants, with the concurrence of Board of Harbor Commissioners or its designee.

HCBF BOARD ACTIONS:

On May 19, 2014, the HCBF Board of Directors approved, by majority vote, the nomination and renewal of elected and appointed Board Member seats E, F, and G, contingent upon BOHC concurrence, as follows:

- E: David Sloane, for a second term, concluding on or about May 31, 2016 (2 years)
- F: Silvia Prieto, for a third and final term, concluding on or about May 31, 2015 (1 year)
- G: Sean Hect, for a third and final term, concluding on or about May 31, 2016 (2 years)

Further, the Board approved, by majority vote, the election of Officers for a one-year term concluding on or about May 31, 2015:

- Chair: Sean Hecht, fourth and final one-year term
- Vice Chair: Michele Prichard, fourth and final one-year term
- Secretary: Jesse Marquez, fourth and final one-year term
- Treasurer: Dr. Silvia Prieto, fourth and final one-year term

TRANSMITTALS:

1. BOHC concurrence, from its designee, June 13, 2013
2. Nominating Affirmations (individual) for Directors E, F and G